



Rep. Emanuel Chris Welch

Filed: 5/29/2016

09900SB2604ham001

LRB099 18466 JLS 49302 a

1 AMENDMENT TO SENATE BILL 2604

2 AMENDMENT NO. _____. Amend Senate Bill 2604 by replacing
3 everything after the enacting clause with the following:

4 "Section 5. If and only if Senate Bill 2531 of the 99th
5 General Assembly becomes law in the form in which it passed the
6 House of Representatives, then the General Not For Profit
7 Corporation Act of 1986 is amended by changing Sections 101.80
8 and 107.03 as follows:

9 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)

10 Sec. 101.80. Definitions. As used in this Act, unless the
11 context otherwise requires, the words and phrases defined in
12 this Section shall have the meanings set forth herein.

13 (a) "Anniversary" means that day each year exactly one or
14 more years after:

15 (1) The date of filing the articles of incorporation
16 prescribed by Section 102.10 of this Act, in the case of a

1 domestic corporation;

2 (2) The date of filing the application for authority
3 prescribed by Section 113.15 of this Act in the case of a
4 foreign corporation;

5 (3) The date of filing the statement of acceptance
6 prescribed by Section 101.75 of this Act, in the case of a
7 corporation electing to accept this Act; or

8 (4) The date of filing the articles of consolidation
9 prescribed by Section 111.25 of this Act in the case of a
10 consolidation.

11 (b) "Anniversary month" means the month in which the
12 anniversary of the corporation occurs.

13 (c) "Articles of incorporation" means the original
14 articles of incorporation including the articles of
15 incorporation of a new corporation set forth in the articles of
16 consolidation or set forth in a statement of election to accept
17 this Act, and all amendments thereto, whether evidenced by
18 articles of amendment, articles of merger or statement of
19 correction affecting articles. Restated articles of
20 incorporation shall supersede the original articles of
21 incorporation and all amendments thereto prior to the effective
22 date of filing the articles of amendment incorporating the
23 restated articles of incorporation. In the case of a
24 corporation created by a Special Act of the Legislature,
25 "Articles of incorporation" means the special charter and any
26 amendments thereto made by Special Act of the Legislature or

1 pursuant to general laws.

2 (d) "Board of directors" means the group of persons vested
3 with the management of the affairs of the corporation
4 irrespective of the name by which such group is designated.

5 (e) "Bylaws" means the code or codes of rules adopted for
6 the regulation or management of the affairs of the corporation
7 irrespective of the name or names by which such rules are
8 designated.

9 (f) "Corporation" or "domestic corporation" means a
10 domestic not-for-profit corporation subject to the provisions
11 of this Act, except a foreign corporation.

12 (g) "Delivered," for the purpose of determining if any
13 notice required by this Act is effective, means:

14 (1) Transferred or presented to someone in person;

15 (2) Deposited in the United States mail addressed to
16 the person at his, her or its address as it appears on the
17 records of the corporation, with sufficient first-class
18 postage prepaid thereon;

19 (3) Posted at such place and in such manner or
20 otherwise transmitted to the person's premises as may be
21 authorized and set forth in the articles of incorporation
22 or the bylaws; or

23 (4) Transmitted by electronic means to the e-mail
24 address, facsimile number, or other contact information
25 appearing on the records of the corporation as may be
26 authorized or approved in the articles of incorporation or

1 the bylaws.

2 (g-5) "Economic development corporation" means a local
3 not-for-profit, public-private partnership that receives
4 public money to promote the development, establishment, or
5 expansion of industries. "Economic development corporation"
6 does not include a trade association, industry trade group,
7 professional association, or business association that is
8 founded and funded by businesses or individuals operating in a
9 specific industry or profession ~~an organization that receives~~
10 ~~public money that promotes the development, establishment, or~~
11 ~~expansion of industries.~~

12 (h) "Foreign corporation" means a not-for-profit
13 corporation as defined and organized under the laws other than
14 the laws of this State, for a purpose or purposes for which a
15 corporation may be organized under this Act.

16 (i) "Incorporator" means one of the signers of the original
17 articles of incorporation.

18 (j) "Insolvent" means that a corporation is unable to pay
19 its debts as they become due in the usual course of the conduct
20 of its affairs.

21 (j-5) "Labor council" means any organization representing
22 multiple entities that are monitoring or attentive to
23 compliance with public or workers' safety laws, wage and hour
24 requirements, or other statutory requirements or that are
25 making or maintaining collective bargaining agreements.

26 (k) "Member" means a person or any organization, whether

1 not for profit or otherwise, having membership rights in a
2 corporation in accordance with the provisions of its articles
3 of incorporation or bylaws.

4 (k-5) "Minority group" means a group that is a readily
5 identifiable subset of the U.S. population and that is made up
6 of persons who are any of the following:

7 (1) American Indian or Alaska Native (a person having
8 origins in any of the original peoples of North and South
9 America, including Central America, and who maintains
10 tribal affiliation or community attachment).

11 (2) Asian (a person having origins in any of the
12 original peoples of the Far East, Southeast Asia, or the
13 Indian subcontinent, including, but not limited to,
14 Cambodia, China, India, Japan, Korea, Malaysia, Pakistan,
15 the Philippine Islands, Thailand, and Vietnam).

16 (3) Black or African American (a person having origins
17 in any of the black racial groups of Africa). Terms such as
18 "Haitian" or "Negro" can be used in addition to "Black or
19 African American".

20 (4) Hispanic or Latino (a person of Cuban, Mexican,
21 Puerto Rican, South or Central American, or other Spanish
22 culture or origin, regardless of race).

23 (5) Native Hawaiian or Other Pacific Islander (a person
24 having origins in any of the original peoples of Hawaii,
25 Guam, Samoa, or other Pacific Islands).

26 (6) A woman.

1 (1) "Net assets," for the purpose of determining the
2 authority of a corporation to make distributions, is equal to
3 the difference between the assets of the corporation and the
4 liabilities of the corporation.

5 (m) "Not-for-profit corporation" means a corporation
6 subject to this Act and organized solely for one or more of the
7 purposes authorized by Section 103.05 of this Act.

8 (n) "Registered office" means that office maintained by the
9 corporation in this State, the address of which is on file in
10 the office of the Secretary of State, at which any process,
11 notice or demand required or permitted by law may be served
12 upon the registered agent of the corporation.

13 (o) "Special charter" means the charter granted to a
14 corporation created by special act of the Legislature whether
15 or not the term "charter" or "special charter" is used in such
16 special act.

17 (p) Unless otherwise prohibited by the articles of
18 incorporation or the bylaws of the corporation, actions
19 required to be "written", to be "in writing", to have "written
20 consent", to have "written approval" and the like by or of
21 members, directors, or committee members shall include any
22 communication transmitted or received by electronic means.

23 (Source: P.A. 96-649, eff. 1-1-10; 09900SB2531eng.)

24 (805 ILCS 105/107.03) (from Ch. 32, par. 107.03)

25 Sec. 107.03. Members.

1 (a) A corporation may have one or more classes of members
2 or may have no members.

3 (b) If the corporation has one or more classes of members,
4 the designation of the class or classes and the qualifications
5 and rights of the members of each class shall be set forth in
6 the articles of incorporation or the bylaws. The articles of
7 incorporation or the bylaws may provide for representatives or
8 delegates of members and may establish their qualifications and
9 rights.

10 (c) If the corporation is to have no members, that fact
11 shall be set forth in the articles of incorporation or the
12 bylaws.

13 (d) A corporation may issue certificate evidencing
14 membership therein.

15 (e) The transfer of a certificate of membership in a
16 not-for-profit corporation in which assets are held for a
17 charitable, religious, eleemosynary, benevolent or educational
18 purpose, shall be without payment of any consideration of money
19 or property of any kind or value to the transferor in respect
20 to such transfer. Any transfer in violation of this Section
21 shall be void.

22 (f) Where the articles of incorporation or bylaws provide
23 that a corporation shall have no members, or where a
24 corporation has under its articles of incorporation, bylaws or
25 in fact no members entitled to vote on a matter, any provision
26 of this Act requiring notice to, the presence of, or the vote,

1 consent or other action by members of the corporation in
2 connection with such matter shall be satisfied by notice to,
3 the presence of, or the vote, consent or other action of the
4 directors of the corporation.

5 (g) A residential cooperative not-for-profit corporation
6 containing 50 or more single family units with individual unit
7 legal descriptions based upon a recorded plat of a subdivision
8 and located in a county with a population between 780,000 and
9 3,000,000 shall specifically set forth the qualifications and
10 rights of its members in the Articles of Incorporation and the
11 bylaws.

12 (h) When an economic development corporation receives ~~any~~
13 public money in an amount greater than \$1,500 from a single
14 source, its board shall consist of no less than 2 members of a
15 labor council or councils and not less than 2 members from 2
16 separate minority groups. The labor council or councils shall
17 represent (i) employees in the construction trades and (ii)
18 employees in the public and private sector. No membership fees,
19 dues, or assessments shall be required. The labor council and
20 minority group members shall be full economic development
21 corporation members with all rights and privileges and shall
22 not be compensated. As used in this subsection, "public money"
23 means any funds from the federal government or a federal
24 agency, the State or a State agency, or any unit of local
25 government, but does not include funds received for job
26 training, apprenticeships, and federally required education.

1 (Source: P.A. 91-465, eff. 8-6-99; 09900SB2531eng.)".